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## **An Act To Enact the Model Registered Agents Act and Amend Entity Acts To Rationalize Annual Filings**

**Be it enacted by the People of the State of Maine as follows:**

### **PART A**

**Sec. A-1. 5 MRSA c. 6-A** is enacted to read:

#### **CHAPTER 6-A**

#### **MODEL REGISTERED AGENTS ACT**

##### **§ 101. Short title**

This chapter is known and may be cited as "the Model Registered Agents Act."

##### **§ 102. Definitions**

As used in this chapter, unless the context otherwise indicates, the following terms have the following meanings.

**1. Appointment of agent.** "Appointment of agent" means a statement appointing an agent for service of process filed by a domestic entity that is not a filing entity or a nonqualified foreign entity under section 112.

**2. Clerk.** "Clerk" means the person described in Title 13-C, chapter 5-A.

**3. Clerk filing.** "Clerk filing" means the public organic document of a domestic filing entity formed under Title 13-C.

**4. Commercial clerk.** "Commercial clerk" means a clerk who is listed under section 106.

**5. Commercial registered agent.** "Commercial registered agent" means an individual or a domestic or foreign entity listed under section 106.

**6. Domestic entity.** "Domestic entity" means an entity whose internal affairs are governed by the laws of this State.

**7. Entity.** "Entity" means a person that has a separate legal existence or has the power to acquire an interest in real property in its own name other than:

A. An individual;

B. A testamentary, inter vivos or charitable trust, with the exception of a business trust, statutory trust or similar trust;

C. An association or relationship that is not a partnership by reason of Title 31, section 1022, subsection 3 or a similar provision of the law of any other jurisdiction;

D. A decedent's estate; or

E. A public corporation, government or governmental subdivision, agency or instrumentality or quasi-governmental instrumentality.

**8. Filing entity.** "Filing entity" means an entity that is created by the filing of a public organic document.

**9. Foreign entity.** "Foreign entity" means an entity other than a domestic entity.

**10. Foreign qualification document.** "Foreign qualification document" means an application for a certificate of authority or other foreign qualification filing with the Secretary of State by a foreign entity.

**11. Governance interest.** "Governance interest" means the right under the organic law or organic rules of an entity, other than as a governor, agent, assignee or proxy, to:

A. Receive or demand access to information concerning, or the books and records of, the entity;

B. Vote for the election of the governors of the entity; or

C. Receive notice of or vote on any or all issues involving the internal affairs of the entity.

**12. Governor.** "Governor" means a person by or under whose authority the powers of an entity are exercised and under whose direction the business and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.

**13. Interest.** "Interest" means:

A. A governance interest in an unincorporated entity;

B. A transferable interest in an unincorporated entity; or

C. A share or membership in a corporation.

**14. Interest holder.** "Interest holder" means a direct holder of an interest.

**15. Jurisdiction of organization.** "Jurisdiction of organization," with respect to an entity, means the jurisdiction whose law includes the organic law of the entity.

**16. Noncommercial clerk.** "Noncommercial clerk" means a clerk that is not listed as a commercial clerk under section 106 and that is:

A. An individual or a domestic or foreign entity that serves in this State as the agent for service of process of an entity; or

B. The individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to section 105, subsection 1, paragraph B, subparagraph (2).

**17. Noncommercial registered agent.** "Noncommercial registered agent" means a person that is not listed as a commercial registered agent under section 106 and that is:

A. An individual or a domestic or foreign entity that serves in this State as the agent for service of process of an entity; or

B. The individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to section 105, subsection 1, paragraph B, subparagraph (2).

**18. Nonqualified foreign entity.** "Nonqualified foreign entity" means a foreign entity that is not authorized to transact business in this State pursuant to a filing with the Secretary of State.

**19. Nonresident LLP statement.** "Nonresident LLP statement" means:

A. A statement of qualification of a domestic limited liability partnership that does not have an office in this State; or

B. A statement of foreign qualification of a foreign limited liability partnership that does not have an office in this State.

**20. Organic law.** "Organic law" means the statutes, if any, other than this chapter, governing the internal affairs of an entity.

**21. Organic rules.** "Organic rules" means the public organic document and private organic rules of an entity.

**22. Person.** "Person" means an individual, corporation, estate, trust, partnership, limited liability company, business or similar trust, association, joint venture, public corporation, government or governmental subdivision, agency or instrumentality or any other legal or commercial entity.

**23. Private organic rules.** "Private organic rules" means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all of its interest holders and are not part of its public organic document, if any.

**24. Public organic document.** "Public organic document" means the public record, the filing of which creates an entity, and any amendment to or restatement of that record.

**25. Qualified foreign entity.** "Qualified foreign entity" means a foreign entity that is authorized to transact business in this State pursuant to a filing with the Secretary of State.

**26. Record.** "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

**27. Registered agent.** "Registered agent" means a commercial registered agent or a noncommercial registered agent.

**28. Registered agent filing.** "Registered agent filing" means:

A. The public organic document of a domestic filing entity other than a domestic filing entity formed under Title 13-C;

B. A nonresident LLP statement;

C. A foreign qualification document; or

D. An appointment of agent.

**29. Represented entity.** "Represented entity" means:

A. A domestic filing entity;

B. A domestic or qualified foreign limited liability partnership that does not have an office in this State;

C. A qualified foreign entity;

D. A domestic or foreign unincorporated nonprofit association for which an appointment of agent has been filed;

E. A domestic entity that is not a filing entity for which an appointment of agent has been filed; or

F. A nonqualified foreign entity for which an appointment of agent has been filed.

**30. Sign.** "Sign" means, with present intent to authenticate or adopt a record:

A. To execute or adopt a tangible symbol; or

B. To attach to or logically associate with the record an electronic sound, symbol or process.

**31. Transferable interest.** "Transferable interest" means the right under an entity's organic law to receive distributions from the entity.

**32. Type.** "Type," with respect to an entity, means a generic form of entity:

A. Recognized at common law; or

B. Organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity.

## **§ 103. Fees**

**1. Filing fees.** The Secretary of State shall collect the following fees when a filing is made under this chapter:

- A. Commercial clerk or commercial registered agent listing statement as required by section 106, \$150;
- B. Commercial clerk or commercial registered agent termination as required by section 107, \$150;
- C. Statement of appointment or change of clerk or registered agent by entity as required by section 105, subsection 1 or section 108, \$35; except a statement filed for nonprofit corporations formed under Title 13-B, \$15;
- D. Statement of change of name or address by noncommercial clerk or noncommercial registered agent as required by section 109, \$35; except a statement filed for nonprofit corporations formed under Title 13-B, \$15;
- E. Statement of change of name, address or type of organization by commercial clerk or commercial registered agent as required by section 110, \$50;
- F. Statement of resignation by commercial clerk or commercial registered agent as required by section 111, no fee;
- G. Statement of resignation by noncommercial clerk or noncommercial registered agent as required by section 111, \$35; except a statement filed for nonprofit corporations formed under Title 13-B, \$15; and
- H. Statement of appointment of agent for service of process for nonfiling domestic entity or nonqualified foreign entity, \$100.

**2. Copying and certification fees.** The Secretary of State shall collect the following fees for copying and certifying a copy of any document filed under this chapter:

- A. For copying, \$2 a page; and
- B. For certifying the copy, \$5 for a certificate.

#### **§ 104. Addresses in filings**

Whenever a provision of this chapter other than section 111, subsection 1, paragraph D requires that a filing state an address, the filing must state:

- 1. Street or rural route.** An actual street address or rural route box number in this State; and
- 2. Mailing address.** A mailing address in this State, if different from the address under subsection 1.

#### **§ 105. Appointment of clerk or registered agent**

**1. Contents of filing.** A clerk or registered agent filing must state:

A. The name of the represented entity's commercial clerk or commercial registered agent; or

B. If the entity does not have a commercial clerk or commercial registered agent:

(1) The name and address of the entity's noncommercial clerk or noncommercial registered agent; or

(2) The title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office of that person.

**2. Consent to serve as agent.** The appointment of a clerk or a registered agent pursuant to subsection 1, paragraph A or subsection 1, paragraph B, subparagraph (1) is an affirmation by the represented entity that the agent has consented to serve as such.

**3. Daily list of filings.** The Secretary of State shall make available in a record as soon as practicable a daily list of filings that contain the name of a clerk or a registered agent. The list must:

A. Be available for at least 14 calendar days;

B. List in alphabetical order the names of the clerks or registered agents; and

C. State the type of filing and name of the represented entity making the filing.

**§ 106. Listing of commercial clerk or commercial registered agent**

**1. Contents of statement.** An individual or a domestic or foreign entity may become listed as a commercial clerk or commercial registered agent by filing with the Secretary of State a commercial clerk or commercial registered agent listing statement signed by or on behalf of the person that states:

A. The name of the individual or the name, type and jurisdiction of organization of the entity;

B. That the person is in the business of serving as a commercial clerk or commercial registered agent in this State; and

C. The address of a place of business of the person in this State to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered.

**2. Additional information.** A commercial clerk or commercial registered agent listing statement may include the information regarding acceptance of service of process in a record by the commercial clerk or commercial registered agent provided for in section 113, subsection 4.

**3. Distinguishable name.** If the name of a person filing a commercial clerk or commercial registered agent listing statement is not distinguishable on the records of the Secretary of State from the name of another commercial clerk or commercial registered agent listed under this section, the person must adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in this State as a commercial clerk or commercial registered agent.

**4. Effective on filing.** A commercial clerk or commercial registered agent listing statement takes effect on filing.

**5. Filing noted in index; effect.** The Secretary of State shall note the filing of the commercial clerk or commercial registered agent listing statement in the index of filings maintained by the Secretary of State for each entity represented by the clerk or registered agent at the time of the filing. The statement has the effect of deleting the address of the clerk or the registered agent from the clerk or registered agent filing of each of those entities.

### **§ 107. Termination of listing of commercial clerk or commercial registered agent**

**1. Contents of statement.** A commercial clerk or commercial registered agent may terminate its listing as a commercial clerk or commercial registered agent by filing with the Secretary of State a commercial clerk or commercial registered agent termination statement signed by or on behalf of the agent that states:

- A. The name of the agent as currently listed under section 106; and
- B. That the agent is no longer in the business of serving as a commercial clerk or commercial registered agent in this State.

**2. Effective date.** A commercial clerk or commercial registered agent termination statement takes effect on the 31st day after the day on which it is filed.

**3. Notice.** The commercial clerk or commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of the commercial clerk or commercial registered agent termination statement.

**4. Effect of termination.** When a commercial clerk or commercial registered agent termination statement takes effect, the clerk or registered agent ceases to be an agent for service of process on each entity formerly represented by it. Until an entity formerly represented by a terminated commercial clerk or commercial registered agent appoints a new clerk or registered agent, service of process may be made on the entity as provided in section 113. Termination of the listing of a commercial clerk or commercial registered agent under this section does not affect any contractual rights a represented entity may have against the agent or that the agent may have against the entity.

### **§ 108. Change of clerk or registered agent by entity**

**1. Change of information.** A represented entity may change the information currently on file under section 105, subsection 1 by filing with the Secretary of State a statement of change signed on behalf of the entity that states:

- A. The name of the entity; and
- B. The information that is to be in effect as a result of the filing of the statement of change.

**2. Approval not needed.** The interest holders or governors of a domestic entity need not approve the filing of:

- A. A statement of change under this section; or
- B. A similar filing changing the clerk or registered agent or registered office of the entity in any other jurisdiction.

**3. Consent.** The appointment of a clerk or a registered agent pursuant to section 105, subsection 1 is an affirmation by the represented entity that the clerk or agent has consented to serve as such.

**4. Effective on filing.** A statement of change filed under this section takes effect on filing.

**5. Amended filing.** As an alternative to using the procedures in this section, a represented entity may change the information currently on file under section 105, subsection 1 by amending its most recent clerk or registered agent filing in the manner provided by the laws of this State other than this chapter for amending that filing.

## **§ 109. Change of name or address by noncommercial clerk or noncommercial registered agent**

**1. Contents of statement.** If a noncommercial clerk or noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to section 105, subsection 1, the agent shall file with the Secretary of State, with respect to each entity represented by the agent, a statement of change signed by or on behalf of the agent that states:

- A. The name of the entity;
- B. The name and address of the agent as currently in effect with respect to the entity;
- C. If the name of the agent has changed, its new name; and
- D. If the address of the agent has changed, the new address.

**2. Effective on filing.** A statement of change filed under this section takes effect on filing.

**3. Notice.** A noncommercial clerk or noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing.

**§ 110. Change of name, address or type of organization by commercial clerk or commercial registered agent**

**1. Contents of statement.** If a commercial clerk or commercial registered agent changes its name, its address as currently listed under section 106, subsection 1 or its type or jurisdiction of organization, the agent shall file with the Secretary of State a statement of change signed by or on behalf of the agent that states:

- A. The name of the agent as currently listed under section 106, subsection 1;
- B. If the name of the agent has changed, its new name;
- C. If the address of the agent has changed, the new address; and
- D. If the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.

**2. Effect of filing.** The filing of a statement of change under subsection 1 is effective to change the information regarding the commercial clerk or commercial registered agent with respect to each entity represented by the agent.

**3. Effective on filing.** A statement of change filed under this section takes effect on filing.

**4. Notice.** A commercial clerk or commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of a statement of change relating to the name or address of the agent and the changes made by the filing.

**5. Cancellation.** If a commercial clerk or commercial registered agent changes its address without filing a statement of change as required by this section, the Secretary of State may cancel the listing of the agent under section 106. A cancellation under this subsection has the same effect as a termination under section 107. Promptly after canceling the listing of an agent, the Secretary of State shall serve notice in a record in the manner provided in section 113, subsection 2 or 3 on:

- A. Each entity represented by the agent, stating that the agent has ceased to be an agent for service of process on the entity and that, until the entity appoints a new clerk or registered agent, service of process may be made on the entity as provided in section 113; and
- B. The agent, stating that the listing of the agent has been canceled under this section.

**§ 111. Resignation of clerk or registered agent**

**1. Statement of resignation.** A clerk or registered agent may resign at any time with respect to a represented entity by filing with the Secretary of State a statement of resignation signed by or on behalf of the agent that states:

- A. The name of the entity;

- B. The name of the agent;
- C. That the agent resigns from serving as agent for service of process for the entity; and
- D. The name and address of the person to which the agent will send the notice required by subsection 3.

**2. Effective date.** A statement of resignation takes effect on the earlier of the 31st day after the day on which it is filed or the appointment of a new registered agent for the represented entity.

**3. Notice.** The clerk or registered agent shall promptly furnish the represented entity notice in a record of the date on which a statement of resignation was filed.

**4. Effect of resignation.** When a statement of resignation takes effect, the clerk or registered agent ceases to have responsibility for any matter tendered to it as agent for the represented entity. A resignation under this section does not affect any contractual rights the entity has against the agent or that the agent has against the entity.

**5. Standing of entity.** A clerk or registered agent may resign with respect to a represented entity whether or not the entity is in good standing.

## **§ 112. Appointment of agent by nonfiling or nonqualified foreign entity**

**1. Contents of statement.** A domestic entity that is not a filing entity or a nonqualified foreign entity may file with the Secretary of State a statement appointing an agent for service of process signed on behalf of the entity that states:

- A. The name, type and jurisdiction of organization of the entity; and
- B. The information required by section 105, subsection 1.

**2. Effective on filing.** A statement appointing an agent for service of process takes effect on filing.

**3. Effect of appointment.** The appointment of a registered agent under this section does not qualify a nonqualified foreign entity to do business in this State and is not sufficient alone to create personal jurisdiction over the nonqualified foreign entity in this State.

**4. Distinguishable name.** A statement appointing an agent for service of process may not be rejected for filing because the name of the entity filing the statement is not distinguishable on the records of the Secretary of State from the name of another entity appearing in those records. The filing of a statement appointing an agent for service of process does not make the name of the entity filing the statement unavailable for use by another entity.

**5. Cancellation of statement.** An entity that has filed a statement appointing an agent for service of process may cancel the statement by filing a statement of cancellation, which takes effect upon filing, and shall state the name of the entity and that the entity is canceling its appointment of an agent for service of process in this State. A statement appointing an agent for service of process that has not been canceled earlier is effective for a period of 5 years after the date of filing.

**6. Termination upon becoming qualified.** A statement appointing an agent for service of process for a nonqualified foreign entity terminates automatically on the date the entity becomes a qualified foreign entity.

### **§ 113. Service of process on entities**

**1. Agent to receive service.** A clerk or registered agent is an agent of the represented entity authorized to receive service of any process, notice or demand required or permitted by law to be served on the entity.

**2. Service to other than clerk or registered agent.** If an entity that previously filed a clerk or registered agent filing with the Secretary of State no longer has a clerk or registered agent, or if its clerk or registered agent cannot with reasonable diligence be served, the entity may be served by registered or certified mail, return receipt requested, addressed to the governors of the entity by name at its principal office in accordance with any applicable judicial rules and procedures. The names of the governors and the address of the principal office may be as shown in the most recent annual report filed with the Secretary of State. Service is perfected under this subsection at the earliest of:

A. The date the entity receives the mail;

B. The date shown on the return receipt, if signed on behalf of the entity; or

C. Five days after its deposit with the United States Postal Service, if correctly addressed and with sufficient postage.

**3. Hand delivery.** If process, notice or demand cannot be served on an entity pursuant to subsection 1 or 2, service of process may be made by handing a copy to the manager, clerk or other person in charge of any regular place of business or activity of the entity if the person served is not a plaintiff in the action.

**4. Form acceptable.** Service of process, notice or demand on a clerk or a registered agent must be in the form of a written document, except that service may be made on a commercial clerk or commercial registered agent in such other forms of a record and subject to such requirements as the agent has stated from time to time in its listing under section 106 that it will accept.

**5. Perfectured by other legal means.** Service of process, notice or demand may be perfectured by any other means prescribed by law other than this chapter.

### **§ 114. Duties of clerk or registered agent**

The only duties under this chapter of a clerk or registered agent that has complied with this chapter are:

**1. Forward.** To forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice or demand that is served on the agent;

**2. Notice.** To provide the notices required by this chapter to the entity at the address most recently supplied to the agent by the entity;

**3. Noncommercial clerk or noncommercial registered agent; current information.** If the agent is a noncommercial clerk or noncommercial registered agent, to keep current the information required by section 105, subsection 1 in the most recent clerk or registered agent filing for the entity; and

**4. Commercial clerk or commercial registered agent; current information.** If the agent is a commercial clerk or commercial registered agent, to keep current the information listed for it under section 106, subsection 1.

### **§ 115. Jurisdiction and venue**

The appointment or maintenance in this State of a clerk or registered agent does not by itself create the basis for personal jurisdiction over the represented entity in this State. The address of the agent does not determine venue in an action or proceeding involving the entity.

### **§ 116. Consistency of application**

In applying and construing this chapter, consideration must be given to the need to promote consistency of the law with respect to its subject matter among states that enact it.

### **§ 117. Rules**

The Secretary of State may adopt rules consistent with this chapter pertaining to the filing of documents with the Secretary of State. These rules may include, but are not limited to:

**1. Forms.** Prescribing forms for documents required or permitted to be delivered for filing under this chapter and refusing to file documents not using these prescribed forms;

**2. Disapproved filing.** Disapproving the filing of a document that is not clearly legible or one that may not be clearly reproducible photographically;

**3. Appointed designee.** Appointing a designee or other agent to receive documents for filing and to file documents on behalf of the Secretary of State;

**4. Electronic filing; facsimile signatures.** Permitting the filing of documents by electronic transmission and permitting facsimile signatures on documents to be filed; and

**5. Effective dates of filings.** Unless specifically stated in this chapter, setting forth the effective dates of filings required by this chapter.

### **§ 118. Expedited service**

The Secretary of State may provide an expedited service for the processing of documents in accordance with this chapter. If the service is provided, the Secretary of State shall establish by rule a fee schedule and governing procedures in accordance with the Maine Administrative Procedure Act. Fees collected for expedited service must be deposited into a fund for use by the Secretary of State to provide an improved filing service.

### **§ 119. Access to database**

The Secretary of State may provide public access to the database through a dial-in modem, through public terminals and through electronic duplicates of the database. If access to the database is provided to the public, the Secretary of State may adopt rules in accordance with the Maine Administrative Procedure Act to establish a fee schedule and governing procedures.

### **§ 120. Publications**

**1. Fee for publications.** The Secretary of State may establish by rule in accordance with the Maine Administrative Procedure Act a fee schedule to cover the cost of printing and distribution of publications and to set forth the procedures for the sale of those publications.

**2. Use of fees.** Fees collected pursuant to this section must be deposited in a fund for use by the Secretary of State to replace and update publications offered in accordance with this chapter and to fund new publications.

### **§ 121. Routine technical rules**

Rules adopted pursuant to this chapter, unless expressly designated otherwise, are routine technical rules as defined in chapter 375, subchapter 2-A.

### **§ 122. Duty of Secretary of State**

The duty of the Secretary of State to file documents under this chapter is ministerial. The filing or refusal to file a document does not:

- 1. Validity of documents.** Affect the validity or invalidity of the document in whole or in part;
- 2. Correctness of information.** Relate to the correctness or incorrectness of information contained in the document; or
- 3. Presumption of validity or correctness.** Create a presumption that the document is valid or invalid or that the information in the document is correct or incorrect.

### **§ 123. Relation to Electronic Signatures in Global and National Commerce Act**

This chapter modifies, limits and supersedes the federal Electronic Signatures in Global and National Commerce Act, 15 United States Code, Section 7001, et seq., but does not modify, limit or supersede Section 101(c) of that Act, 15 United States Code, Section 7001(c), or authorize delivery of any of the notices described in Section 103(b) of that Act, 15 United States Code, Section 7003(b).

**§ 124. Effective date**

This chapter takes effect July 1, 2008.

**PART B**

**Sec. B-1. 13-B MRSA §104, sub-§1, ¶A,** as amended by PL 1997, c. 376, §17, is further amended to read:

A. In the case of articles of incorporation, by the incorporator or incorporators ~~and by the registered agent as required by section 304, subsection 3;~~

**Sec. B-2. 13-B MRSA §104, sub-§1, ¶D,** as amended by PL 1999, c. 594, §9, is further amended to read:

D. In the case of an application for authority to carry on activities, by any duly authorized individual ~~and by the registered agent as required by section 1212, subsection 1-A.~~ All other documents filed on behalf of foreign corporations may be signed by any duly authorized individual ~~except as provided by section 1212, subsection 1-A or 2-A;~~

**Sec. B-3. 13-B MRSA §304,** as enacted by PL 1977, c. 525, §13 and as amended by PL 1993, c. 316, §38 and as amended by PL 1997, c. 376, §20, is repealed.

**Sec. B-4. 13-B MRSA §305,** as amended by PL 2003, c. 631, §2, is repealed.

**Sec. B-5. 13-B MRSA §306,** as enacted by PL 1977, c. 525, §13, is repealed.

**Sec. B-6. 13-B MRSA §306-A** is enacted to read:

**§ 306-A. Service of process upon nonprofit corporation**

Service of process, notice or demand required or permitted by law on a nonprofit corporation is governed by Title 5, section 113.

**Sec. B-7. 13-B MRSA §403, sub-§1, ¶D,** as enacted by PL 1977, c. 525, §13, is amended to read:

D. ~~The address of its initial registered office and the name of its initial registered agent at such address~~information required by Title 5, section 105, subsection 1;

**Sec. B-8. 13-B MRSA §1112, sub-§4,** as enacted by PL 2003, c. 631, §3, is amended to read:

**4. Failure to maintain registered agent.** The corporation fails to appoint or maintain ~~is without~~ a registered agent or registered office in this State as required by ~~section 304~~ Title 5, section 105, subsection 1;

**Sec. B-9. 13-B MRSA §1112, sub-§5**, as enacted by PL 2003, c. 631, §3, is amended to read:

**5. Failure to notify of change of registered agent or address.** The corporation does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or registered office ~~the address of its registered agent~~ has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by ~~section 305~~ Title 5, section 111; or

**Sec. B-10. 13-B MRSA §1113, sub-§1**, as enacted by PL 2003, c. 631, §3, is amended to read:

**1. Notice of determination to administratively dissolve corporation.** If the Secretary of State determines that one or more grounds exist under section 1112 for dissolving a corporation, the Secretary of State shall ~~issue a serve the corporation with~~ written notice of that determination to the corporation's last registered office address as required by subsection 7.

**Sec. B-11. 13-B MRSA §1113, sub-§2**, as enacted by PL 2003, c. 631, §3, is amended to read:

**2. Administrative dissolution.** The corporation is administratively dissolved if within 60 days after the notice under subsection 1 was issued and is perfected under subsection 7 the Secretary of State determines that the corporation has failed to correct the ground or grounds for the dissolution. The Secretary of State shall send notice to the corporation ~~at its last registered office address~~ as required by subsection 7 that recites the ground or grounds for dissolution and the effective date of dissolution.

**Sec. B-12. 13-B MRSA §1113, sub-§7** is enacted to read:

**7. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the corporation is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent of the corporation.

**Sec. B-13. 13-B MRSA §1114, sub-§2**, as enacted by PL 2003, c. 631, §3, is amended to read:

**2. Reinstatement after administrative dissolution.** If the Secretary of State determines that the application contains the information required under subsection 1 and is accompanied by the reinstatement fee set forth in section 1401, subsection 35, and that the information is correct, the Secretary of State shall cancel the administrative dissolution and prepare a notice of reinstatement that recites that determination and the effective date of reinstatement. The Secretary of State shall ~~send notice to the corporation at its last registered office address~~ use the procedures set forth in section 1113, subsection 7 to deliver the notice to the corporation.

**Sec. B-14. 13-B MRSA §1115, sub-§1**, as enacted by PL 2003, c. 631, §3, is amended to read:

**1. Denial of reinstatement.** If the Secretary of State denies a corporation's application for reinstatement following administrative dissolution, the Secretary of State shall ~~mail~~serve the corporation as required under section 1113, subsection 7 with a written notice that explains the reason or reasons for denial to the corporation at its last registered office address.

**Sec. B-15. 13-B MRSA §1202, sub-§1, ¶F,** as enacted by PL 1977, c. 525, §13, is amended to read:

F. The address of its ~~proposed registered office in this State and the name of its proposed registered agent in this State at such address~~information required by Title 5, section 105, subsection 1.

**Sec. B-16. 13-B MRSA §1207, sub-§1, ¶C,** as amended by PL 1997, c. 376, §27, is further amended to read:

C. Change the address of its registered office or principal office wherever located.

**Sec. B-17. 13-B MRSA §1209, sub-§3,** as enacted by PL 1977, c. 525, §13, is amended to read:

**3. Agent.** The Secretary of State shall be the agent of the foreign corporation for service of process in any action, suit, or proceeding based upon any case of action arising in this State before the date of filing the certificate, order or decree. Service of summons and proof of service ~~shall~~must be as provided in ~~section 1217~~Title 5, section 113.

**Sec. B-18. 13-B MRSA §1210-A, sub-§4,** as enacted by PL 2003, c. 631, §5, is amended to read:

**4. Failure to maintain registered agent.** The foreign corporation ~~fails to appoint or maintainis without~~ a registered agent ~~or registered office~~ in this State as required by ~~section 1212~~Title 5, section 105, subsection 1;

**Sec. B-19. 13-B MRSA §1210-A, sub-§5,** as enacted by PL 2003, c. 631, §5, is amended to read:

**5. Failure to notify of change of registered agent or address.** The foreign corporation does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or ~~registered office~~the address of its registered agent has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by ~~section 1212~~Title 5, section 111;

**Sec. B-20. 13-B MRSA §1210-B, sub-§1,** as enacted by PL 2003, c. 631, §5, is amended to read:

**1. Notice of determination.** If the Secretary of State determines that one or more grounds exist under section 1210-A for the revocation of authority, the Secretary of State shall ~~issue a written notice of that determination to the foreign corporation's last registered office in this State and to its last registered or principal office in its jurisdiction of incorporation~~serve the foreign corporation with written notice of the Secretary of State's determination as required by subsection 7.

**Sec. B-21. 13-B MRSA §1210-B, sub-§2,** as enacted by PL 2003, c. 631, §5, is amended to read:

**2. Revocation.** The foreign corporation's authority is revoked if within 60 days after the notice under subsection 1 was issued and is perfected under subsection 7 the Secretary of State determines that the foreign corporation has failed to correct the ground or grounds for revocation. The Secretary of State shall send notice to the foreign corporation, at its last registered office address in this State and to its last registered or principal office address in its jurisdiction of incorporation as required by subsection 7, that recites the ground or grounds for revocation and the effective date of revocation.

**Sec. B-22. 13-B MRSA §1210-B, sub-§7** is enacted to read:

**7. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the foreign corporation is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent in this State and the registered or principal office, wherever located, of the corporation.

**Sec. B-23. 13-B MRSA §1212,** as amended by PL 1999, c. 594, §§12 to 14, is repealed.

**Sec. B-24. 13-B MRSA §1212-A** is enacted to read:

**§ 1212-A. Service of process upon authorized foreign nonprofit corporation**

Service of process, notice or demand required or permitted by law on a foreign nonprofit corporation qualified to carry on activities in this State is governed by Title 5, section 113.

**Sec. B-25. 13-B MRSA §1213, sub-§2,** as enacted by PL 1977, c. 525, §13, is amended to read:

**2. Other methods of service.** In addition to other methods of service ~~which~~that may be authorized by statute or by rule, service of such process may be made as provided in ~~section 1217~~Title 5, section 113.

**Sec. B-26. 13-B MRSA §1217,** as enacted by PL 1977, c. 525, §13, is repealed.

**Sec. B-27. 13-B MRSA §1301, sub-§1,** as amended by PL 1997, c. 376, §30, is further amended to read:

**1. Annual report.** Each domestic corporation, unless excused as provided in subsection 5, and each foreign corporation authorized to carry on activities in this State shall deliver for filing, within the time prescribed by this Act, an annual report to the Secretary of State setting forth:

A. The name of the domestic or foreign corporation and the jurisdiction of its incorporation;

~~B. The address of the registered office of the corporation in this State and the name of its agent for service of process if a domestic corporation, or its registered agent if a foreign corporation in this State, at that address, including the street or rural route number, town or city and state and, if a foreign corporation, the address of its registered or principal office information required by Title 5, section 105, subsection 1; and~~

C. The names and business or residence addresses, of the president, the treasurer, the registered agent, the secretary or clerk, and directors of the corporation, including the street or rural route number, town or city and state-;

D. A brief statement of the character of the activities in which the domestic or foreign corporation is actually engaged in this State, if any; and

E. The address of its principal office, wherever located.

**Sec. B-28. 13-B MRSA §1401, sub-§6**, as amended by PL 2003, c. 673, Pt. WWW, §3 and affected by §37, is repealed.

**Sec. B-29. 13-B MRSA §1401, sub-§7**, as amended by PL 1979, c. 127, §105, is repealed.

**Sec. B-30. 13-B MRSA §1401, sub-§8**, as amended by PL 2005, c. 529, §1, is repealed.

**Sec. B-31. 13-B MRSA §1401, sub-§9**, as enacted by PL 1977, c. 525, §13, is amended to read:

**9. Process on Secretary of State as agent.** Accompanying service of process upon the Secretary of State as agent of a domestic corporation, as provided by section 306, or accompanying service of process upon the Secretary of State as agent of nonresident director of a domestic corporation, as provided by section 307, or accompanying service of process upon the Secretary of State as agent of a foreign corporation pursuant to section 1217, \$5 for each such process;

**Sec. B-32. 13-B MRSA §1401, sub-§27**, as amended by PL 1999, c. 594, §17, is repealed.

**Sec. B-33. 13-B MRSA §1401, sub-§29**, as amended by PL 1999, c. 594, §18, is repealed.

**Sec. B-34. 13-B MRSA §1401, sub-§35**, as amended by PL 2005, c. 12, Pt. FF, §2, is further amended to read:

**35. Reinstatement fee after administrative dissolution of domestic or foreign corporation.** For failure to file an annual report, \$25 for each period of delinquency; for failure to pay the annual report late filing penalty, \$25; for failure to appoint or maintain a registered agent or registered office, \$25; for failure to notify the Secretary of State that its registered agent or registered office ~~the address of the registered agent has been changed, or that its registered agent has resigned or that its registered office has been discontinued,~~ \$25; and for filing false information, \$25.

## PART C

**Sec. C-1. 13-C MRSA §103, sub-§4,** as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is repealed.

**Sec. C-2. 13-C MRSA §103, sub-§4-A** is enacted to read:

**4-A. Written notice to corporation.** Written notice to a domestic or foreign corporation authorized to transact business in this State is governed by Title 5, section 113.

**Sec. C-3. 13-C MRSA §123, sub-§1, ¶G,** as amended by PL 2003, c. 673, Pt. WWW, §11 and affected by §37, is repealed.

**Sec. C-4. 13-C MRSA §123, sub-§1, ¶H,** as amended by PL 2003, c. 673, Pt. WWW, §12 and affected by §37, is repealed.

**Sec. C-5. 13-C MRSA §123, sub-§1, ¶I,** as amended by PL 2003, c. 673, Pt. WWW, §12 and affected by §37, is repealed.

**Sec. C-6. 13-C MRSA §123, sub-§1, ¶J,** as amended by PL 2005, c. 12, Pt. FF, §3, is repealed.

**Sec. C-7. 13-C MRSA §123, sub-§1, ¶W,** as amended by PL 2005, c. 12, Pt. FF, §4, is further amended to read:

W. For an application for reinstatement following administrative dissolution for failure to appoint or maintain a clerk ~~or registered office~~, the fee is \$150.

**Sec. C-8. 13-C MRSA §123, sub-§1, ¶X,** as amended by PL 2005, c. 12, Pt. FF, §4, is further amended to read:

X. For an application for reinstatement following administrative dissolution for failure to notify the Secretary of State that its clerk ~~or registered office~~the address of its clerk has been changed,~~or that its clerk has resigned or that its registered office has been discontinued~~, the fee is \$150.

**Sec. C-9. 13-C MRSA §202, sub-§1, ¶C,** as amended by PL 2003, c. 344, Pt. B, §41, is further amended to read:

C. ~~The street address and a mailing address, if different, of the corporation's initial registered office and the name of its initial clerk at that office. For the address, a post office box alone is not sufficient to meet the requirements of this paragraph~~information required by Title 5, section 105, subsection 1; and

**Sec. C-10. 13-C MRSA c. 5,** as amended, is repealed.

**Sec. C-11. 13-C MRSA c. 5-A** is enacted to read:

## **CHAPTER 5-A**

### **CLERK**

#### **§ 511. Clerk**

Each domestic corporation to which this Act applies shall maintain in this State a clerk, who is a natural person resident in this State. The clerk may be, but is not required to be, one of the directors or officers of the corporation, or the clerk may be a person holding no other position with the corporation. The clerk must be appointed by the corporation's board of directors unless the articles of incorporation reserve appointment of the clerk to the shareholders. The clerk of a corporation is not an officer but performs the functions provided in this Act. The duties of the clerk are ministerial only, and the clerk is not liable in that capacity for any liabilities of the corporation, including, but not limited to, debts, claims, taxes, fines or penalties. Unless otherwise provided by the bylaws, the clerk shall keep on file a list of all shareholders of the corporation and keep, in a book kept for that purpose, the records of all shareholders' meetings, including all records of all votes and minutes of the meetings. These records may be kept by the clerk at the clerk's address or another office of the corporation to which the clerk has ready access. The clerk may certify all votes, resolutions and actions of the shareholders and may certify all votes, resolutions and actions of the corporation's board of directors and its committees.

The articles of incorporation or bylaws may provide that changes in the clerk and election of a new clerk must be by vote of the shareholders. Unless the articles or bylaws expressly so provide, changes in the clerk and election of a new clerk must be by resolution of the board of directors.

### **§ 512. Service of process upon domestic corporation**

Service of process, notice or demand required or permitted by law on a domestic corporation is governed by Title 5, section 113.

**Sec. C-12. 13-C MRSA §703, sub-§1**, as amended by PL 2003, c. 344, Pt. B, §59, is further amended to read:

**1. Shareholder application.** The Superior Court of the county in which a corporation's principal office is located, or, if the principal office is not located in this State, ~~in which its registered office is located~~ of Kennebec County, may summarily order a meeting to be held:

A. On application of any shareholder of the corporation entitled to participate in an annual meeting if an annual meeting was not held within the earlier of 6 months after the end of the corporation's fiscal year or 15 months after its last annual meeting; or

B. On application of a shareholder who signed a demand for a special meeting valid under section 702 if:

(1) Notice of the special meeting was not given within 30 days after the date the demand was delivered to the corporation clerk; or

(2) The special meeting was not held in accordance with the notice required by section 705, subsection 3.

**Sec. C-13. 13-C MRSA §721, sub-§4**, as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**4. Refusal by corporation.** If the corporation refuses to allow a shareholder or the shareholder's agent or attorney to inspect the shareholders list before or at the meeting or copy the list as permitted by subsection 2, the Superior Court of the county where a corporation's principal office is located, or, if there is no principal office located in this State, ~~where the corporation's registered office is located of~~ Kennebec County, on application of the shareholder may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete.

**Sec. C-14. 13-C MRSA §809, sub-§1,** as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**1. Removal by Superior Court.** The Superior Court of the county where a corporation's principal office or, if there is no principal office in this State, ~~its registered office is located of~~ Kennebec County may remove a director of the corporation from office in a proceeding commenced by or in the right of the corporation if the court finds that:

A. The director engaged in fraudulent conduct with respect to the corporation or its shareholders, grossly abused the position of director or intentionally inflicted harm on the corporation; and

B. Considering the director's course of conduct and the inadequacy of other available remedies, removal would be in the best interest of the corporation.

**Sec. C-15. 13-C MRSA §1005, sub-§3,** as amended by PL 2003, c. 344, Pt. B, §93, is repealed.

**Sec. C-16. 13-C MRSA §1107, sub-§4, ¶A,** as amended by PL 2003, c. 344, Pt. B, §103, is further amended to read:

A. ~~Appoint the Secretary of State as its agent for~~ Agree that service of process in a proceeding to enforce the rights of shareholders of each domestic corporation that is a party to the merger who exercise appraisal rights ~~and shall provide a mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State~~ may be made in the manner provided in Title 5, section 113; and

**Sec. C-17. 13-C MRSA §1331, sub-§2,** as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**2. Appropriate court.** A corporation shall commence the proceeding under subsection 1 in the appropriate court of the county where the corporation's principal office or, if there is no principal office, ~~its registered office in this State is located of~~ Kennebec County. If the corporation is a foreign corporation ~~without a registered office in this State~~, the corporation shall commence the proceeding in the county in this State where the principal office ~~or registered office~~ of the domestic corporation merged with the foreign corporation was located or, if the domestic corporation did not have its principal office in this State at the time of the transaction, of Kennebec County.

**Sec. C-18. 13-C MRSA §1408, sub-§2, ¶A,** as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

A. Be published one time in a newspaper of general circulation in the county where the dissolved corporation's principal office ~~or, if there is no principal office in this State, its registered office is or was last located or, if none in this State, in Kennebec County;~~

**Sec. C-19. 13-C MRSA §1409, sub-§1**, as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**1. Security provided for payment of claim.** A dissolved corporation that has published a notice under section 1408 may file an application with the Superior Court of the county where the dissolved corporation's principal office ~~or, if there is no principal office in this State, its registered office is located or, if not in this State, of Kennebec County,~~ for a determination of the amount and form of security to be provided for payment of claims that are contingent or have not been made known to the dissolved corporation or that are based on an event occurring after the effective date of dissolution but that, based on the facts known to the dissolved corporation, are reasonably estimated to arise after the effective date of dissolution. Provision need not be made for any claim that is or is reasonably anticipated to be barred under section 1408, subsection 3.

**Sec. C-20. 13-C MRSA §1420, sub-§4**, as amended by PL 2003, c. 631, §24, is further amended to read:

**4. Failure to maintain clerk.** The corporation ~~fails to appoint or maintain~~ is without a clerk ~~or registered office in this State as required by section 501~~ Title 5, section 105, subsection 1;

**Sec. C-21. 13-C MRSA §1420, sub-§5**, as amended by PL 2003, c. 631, §24, is further amended to read:

**5. Failure to notify of change of clerk or change of clerk's address.** The corporation does not notify the Secretary of State that its clerk has changed as required by Title 5, section 108, subsection 1 or ~~registered office~~ the address of its clerk has been changed as required by Title 5, section 109 or 110 or that its clerk has resigned as required by ~~section 501~~ Title 5, section 111; or

**Sec. C-22. 13-C MRSA §1421, sub-§1**, as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**1. Notice of determination to administratively dissolve corporation.** If the Secretary of State determines that one or more grounds exist under section 1420 for dissolving a corporation, the Secretary of State shall serve the corporation with written notice of that determination ~~under section 502~~ as required by subsection 8.

**Sec. C-23. 13-C MRSA §1421, sub-§2**, as amended by PL 2003, c. 631, §25, is further amended to read:

**2. Administrative dissolution.** The corporation is administratively dissolved if within 60 days after the notice under subsection 1 was issued and is perfected under ~~section 502~~ subsection 8 the Secretary of State determines that the corporation has failed to correct the ground or grounds for the dissolution.

The Secretary of State shall send notice to the corporation at its ~~last registered office address~~ as required by subsection 8 that recites the ground or grounds for dissolution and the effective date of dissolution. ~~The Secretary of State shall use the procedures set forth in section 502 to send notice to the corporation.~~

**Sec. C-24. 13-C MRSA §1421, sub-§8** is enacted to read:

**8. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the corporation is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the clerk of the corporation.

**Sec. C-25. 13-C MRSA §1422, sub-§2,** as amended by PL 2003, c. 344, Pt. B, §115, is further amended to read:

**2. Reinstatement after administrative dissolution.** If the Secretary of State determines that the application contains the information required under subsection 1 and is accompanied by the reinstatement fee set forth in section 123, subsection 1 and that the information is correct, the Secretary of State shall cancel the administrative dissolution and prepare a notice of reinstatement that recites that determination and the effective date of reinstatement. The Secretary of State shall use the procedures set forth in ~~section 502~~1421, subsection 8 to deliver the notice to the corporation.

**Sec. C-26. 13-C MRSA §1423, sub-§1,** as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**1. Denial of reinstatement.** If the Secretary of State denies a corporation's application for reinstatement following administrative dissolution, the Secretary of State shall serve the corporation ~~under~~ as required by section 5021421, subsection 8 with a written notice that explains the reason or reasons for denial.

**Sec. C-27. 13-C MRSA §1431, sub-§1,** as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**1. Venue.** Venue for a proceeding by the Attorney General to dissolve a corporation lies in Kennebec County. Venue for a proceeding brought by any other party named in section 1430 lies in the county where a corporation's principal office ~~or, if there is no principal office in this State, its registered office is or was last located or, if none in this State, in Kennebec County.~~

**Sec. C-28. 13-C MRSA §1503, sub-§1, ¶E,** as amended by PL 2003, c. 344, Pt. B, §120, is further amended to read:

~~E. The address of its registered office in this State and the name of its registered agent at that office, including the street address and a mailing address, if different. For the address, a post office box alone is not sufficient to meet the requirements of this paragraph~~information required by Title 5, section 105, subsection 1; and

**Sec. C-29. 13-C MRSA §1507,** as repealed and replaced by PL 2003, c. 344, Pt. B, §125, is repealed.

**Sec. C-30. 13-C MRSA §1510**, as amended by PL 2003, c. 631, §28, is repealed.

**Sec. C-31. 13-C MRSA §1510-A** is enacted to read:

**§ 1510-A. Service of process upon authorized foreign corporation**

Service of process, notice or demand required or permitted by law on a foreign corporation authorized to transact business in this State is governed by Title 5, section 113.

**Sec. C-32. 13-C MRSA §1531-A, sub-§4**, as enacted by PL 2003, c. 631, §30, is amended to read:

**4. Failure to maintain registered agent.** ~~The foreign corporation fails to appoint or maintainis without~~ a registered agent ~~or registered office~~ in this State as required by ~~section 1507~~Title 5, section 105, subsection 1;

**Sec. C-33. 13-C MRSA §1531-A, sub-§5**, as enacted by PL 2003, c. 631, §30, is amended to read:

**5. Failure to notify of change of registered agent or address.** The foreign corporation does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or registered officethe address of its registered agent has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by ~~section 1507~~Title 5, section 111;

**Sec. C-34. 13-C MRSA §1532, sub-§1**, as amended by PL 2003, c. 631, §31, is further amended to read:

**1. Notice of determination.** If the Secretary of State determines that one or more grounds exist under section 1531-A for the revocation of authority, the Secretary of State shall serve the foreign corporation with written notice of the Secretary of State's determination ~~under section 1510~~as required by subsection 7.

**Sec. C-35. 13-C MRSA §1532, sub-§2**, as amended by PL 2003, c. 631, §31, is further amended to read:

**2. Revocation.** The foreign corporation's authority is revoked if within 60 days after the notice under subsection 1 was issued and is perfected under ~~section 1510~~subsection 7 the Secretary of State determines that the foreign corporation has failed to correct the ground or grounds for revocation. The Secretary of State shall send notice to the foreign corporation at ~~its last registered office address in this State and to its last registered or principal office address in its jurisdiction of incorporation~~as required by subsection 7 that recites the ground or grounds for revocation and the effective date of revocation. ~~The Secretary of State shall follow the procedures set forth in section 1510 when issuing the notice of revocation.~~

**Sec. C-36. 13-C MRSA §1532, sub-§7** is enacted to read:

**7. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the foreign corporation is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent in this State and the registered or principal office, wherever located, of the foreign corporation.

**Sec. C-37. 13-C MRSA §1604, sub-§1**, as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**1. Order inspection.** If a corporation does not allow a shareholder who complies with section 1602, subsection 2 to inspect and copy any records required by that subsection to be available for inspection, the Superior Court of the county where the corporation's principal office ~~or registered office~~ is located ~~or, if none in this State, of Kennebec County~~ may summarily order inspection and copying of the records demanded at the corporation's expense upon application of the shareholder.

**Sec. C-38. 13-C MRSA §1604, sub-§2**, as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**2. Court order.** If a corporation does not within a reasonable time allow a shareholder to inspect and copy any other record pursuant to this Act, the shareholder who complies with section 1602, subsections 3 and 4 may apply to the Superior Court in the county where the corporation's principal office ~~or registered office~~ is located ~~or, if none in this State, in Kennebec County~~ for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis.

**Sec. C-39. 13-C MRSA §1605, sub-§2**, as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

**2. Court order.** The Superior Court of the county where the corporation's principal office is located ~~or, if there is no principal office in this State, registered office is located of Kennebec County~~ may order inspection and copying of the books, records and documents at the corporation's expense, upon application of a director who has been refused inspection rights under subsection 1, unless the corporation establishes that the director is not entitled to such inspection rights. The court shall dispose of an application under this subsection on an expedited basis.

**Sec. C-40. 13-C MRSA §1621, sub-§1**, as amended by PL 2003, c. 344, Pt. B, §133, is further amended to read:

**1. Filing of annual report.** Each domestic corporation, unless excused as provided in subsection 4 or excluded by subsection 6, and each foreign corporation authorized to do business in this State, shall deliver to the Secretary of State for filing, within the time prescribed by this section, an annual report setting forth:

A. The name of the domestic or foreign corporation and the jurisdiction of its incorporation;

~~B. The address of the registered office of the domestic or foreign corporation in this State; the name of its clerk, if a domestic corporation, or its registered agent in this State, if a foreign corporation; and, if a foreign corporation, the address of its principal office, wherever located. The address of a registered office must include the street or rural route number, town or city and state information required by Title 5, section 105, subsection 1;~~

~~C. A brief statement of the character of the business in which the domestic or foreign corporation is actually engaged in this State, if any; and~~

~~D. The name and business or residence address of the president or chief executive officer, the treasurer or chief financial officer and directors or, if no directors, shareholders of the domestic or foreign corporation, including the street or rural route number, town or city and state.~~

~~E. The address of its principal office, wherever located;~~

~~F. The names of its principal officers; and~~

~~G. The names of its directors, except that in the case of a corporation that has eliminated its board of directors pursuant to section 743 the annual report must set forth the names of the shareholders instead.~~

## PART D

**Sec. D-1. 31 MRSA §607**, as amended by PL 1999, c. 594, §24, is repealed.

**Sec. D-2. 31 MRSA §608-A, sub-§4**, as enacted by PL 2003, c. 631, §52, is amended to read:

**4. Failure to maintain registered agent.** The domestic limited liability company fails to appoint or maintain is without a registered agent or registered office in this State as required by section 607 ~~Title 5, section 105, subsection 1;~~

**Sec. D-3. 31 MRSA §608-A, sub-§5**, as enacted by PL 2003, c. 631, §52, is amended to read:

**5. Failure to notify of change of registered agent or address.** The domestic limited liability company does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or registered office the address of its registered agent has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by section 607 ~~Title 5, section 111; or~~

**Sec. D-4. 31 MRSA §608-B, sub-§1**, as enacted by PL 2003, c. 631, §52, is amended to read:

**1. Notice of determination to administratively dissolve domestic limited liability company.** If the Secretary of State determines that one or more grounds exist under section 608-A for dissolving a domestic limited liability company, the Secretary of State shall issue a serve the limited liability company with written notice of that determination ~~to the limited liability company's last registered office address as required by subsection 8.~~

**Sec. D-5. 31 MRSA §608-B, sub-§2**, as enacted by PL 2003, c. 631, §52, is amended to read:

**2. Administrative dissolution.** The domestic limited liability company is administratively dissolved if within 60 days after the notice under subsection 1 was issued and is perfected under subsection 8 the Secretary of State determines that the limited liability company has failed to correct the ground or grounds for the dissolution. The Secretary of State shall send notice to the limited liability company at its last registered office address as required by subsection 8 that recites the ground or grounds for dissolution and the effective date of dissolution.

**Sec. D-6. 31 MRSA §608-B, sub-§8** is enacted to read:

**8. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the domestic limited liability company is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent of the limited liability company.

**Sec. D-7. 31 MRSA §608-C, sub-§2**, as enacted by PL 2003, c. 631, §52, is amended to read:

**2. Reinstatement after administrative dissolution.** If the Secretary of State determines that the application contains the information required under subsection 1 and is accompanied by the reinstatement fee set forth in section 751, subsection 7-A, and that the information is correct, the Secretary of State shall cancel the administrative dissolution and prepare a notice of reinstatement that recites that determination and the effective date of reinstatement. The Secretary of State shall ~~send notice~~ use the procedures set forth in section 608-B, subsection 8 to deliver the notice to the domestic limited liability company at its last registered office address.

**Sec. D-8. 31 MRSA §608-D, sub-§1**, as enacted by PL 2003, c. 631, §52, is amended to read:

**1. Denial of reinstatement.** If the Secretary of State denies a domestic limited liability company's application for reinstatement following administrative dissolution, the Secretary of State shall ~~mail~~ serve the domestic limited liability company under section 608-B, subsection 8 with a written notice that explains the reason or reasons for denial to the limited liability company at its last registered office address.

**Sec. D-9. 31 MRSA §609**, as corrected by RR 1995, c. 2, §76, is repealed.

**Sec. D-10. 31 MRSA §609-A** is enacted to read:

**§ 609-A. Service of process upon domestic limited liability company**

Service of process, notice or demand required or permitted by law on a domestic limited liability company is governed by Title 5, section 113.

**Sec. D-11. 31 MRSA §622, sub-§1, ¶B**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

~~B. The address of the registered office and the name and address of the registered agent for service of process required to be maintained by section 607~~information required by Title 5, section 105, subsection 1;

**Sec. D-12. 31 MRSA §623, sub-§3, ¶B,** as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

**Sec. D-13. 31 MRSA §623, sub-§3, ¶B-1** is enacted to read:

B-1. A change in the registered agent except as provided in Title 5, section 109 or 110 for a change in the current name, address or identity of the registered agent or as provided in Title 5, section 111 for the resignation of the registered agent;

**Sec. D-14. 31 MRSA §627, sub-§1, ¶A,** as amended by PL 1997, c. 376, §51, is further amended to read:

A. In the case of the initial articles of organization, by the person or persons forming the limited liability company ~~and the registered agent as required by section 607, subsection 2;~~

**Sec. D-15. 31 MRSA §707, sub-§2, ¶A,** as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

A. Be published one time in a newspaper of general circulation in the county where the dissolved limited liability company's principal office is or was located or, if none in this State, ~~where its registered office is or was last located~~in Kennebec County;

**Sec. D-16. 31 MRSA §712, sub-§2,** as amended by PL 1997, c. 376, §53, is further amended to read:

**2. Execution.** The foreign limited liability company shall submit an application for authority to do business to the Secretary of State, executed by a person with authority to do so under the laws of the state or other jurisdiction of its formation ~~and by the registered agent as required by section 714, subsection 2-A~~ on a form prescribed by or furnished by the Secretary of State.

**Sec. D-17. 31 MRSA §712, sub-§3, ¶D,** as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

~~D. The address of the registered office and the name and address of the registered agent for service of process required to be maintained under section 714, subsection 2~~information required by Title 5, section 105, subsection 1;

**Sec. D-18. 31 MRSA §712, sub-§3, ¶E,** as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

**Sec. D-19. 31 MRSA §714, sub-§2,** as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

**Sec. D-20. 31 MRSA §714, sub-§2-A,** as enacted by PL 1997, c. 376, §55, is repealed.

**Sec. D-21. 31 MRSA §714, sub-§3,** as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

**Sec. D-22. 31 MRSA §714, sub-§4,** as amended by PL 1999, c. 594, §25, is repealed.

**Sec. D-23. 31 MRSA §714, sub-§5,** as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

**Sec. D-24. 31 MRSA §714, sub-§6,** as amended by PL 2005, c. 529, §6, is repealed.

**Sec. D-25. 31 MRSA §719-A, sub-§4,** as enacted by PL 2003, c. 631, §56, is amended to read:

**4. Failure to maintain registered agent.** The foreign limited liability company fails to appoint or maintain is without a registered agent or registered office in this State as required by section 714 ~~Title 5, section 105, subsection 1;~~

**Sec. D-26. 31 MRSA §719-A, sub-§5,** as enacted by PL 2003, c. 631, §56, is amended to read:

**5. Failure to notify of change of registered agent or address.** The foreign limited liability company does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or registered office the address of its registered agent has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by section 714 ~~Title 5, section 111;~~

**Sec. D-27. 31 MRSA §719-B, sub-§1,** as enacted by PL 2003, c. 631, §56, is amended to read:

**1. Notice of determination.** If the Secretary of State determines that one or more grounds exist under section 719-A for the revocation of authority, the Secretary of State shall issue ~~serve~~ the foreign limited liability company with a written notice of that ~~the Secretary of State's determination to the limited liability company's last registered office in this State and to its last registered or principal office in its jurisdiction of organization as required by subsection 7.~~

**Sec. D-28. 31 MRSA §719-B, sub-§2,** as enacted by PL 2003, c. 631, §56, is amended to read:

**2. Revocation.** The foreign limited liability company's authority is revoked if within 60 days after the notice under subsection 1 was issued the Secretary of State determines that the foreign limited liability company has failed to correct the ground or grounds for revocation. The Secretary of State shall send notice to the foreign limited liability company at its ~~last registered office in this State and to its last registered or principal office in its jurisdiction of organization as required by subsection 7~~ that recites the ground or grounds for revocation and the effective date of revocation.

**Sec. D-29. 31 MRSA §719-B, sub-§7** is enacted to read:

**7. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the foreign limited liability company is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent in this State and the registered or principal office, wherever located, of the foreign limited liability company.

**Sec. D-30. 31 MRSA §722,** as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

**Sec. D-31. 31 MRSA §722-A** is enacted to read:

**§ 722-A. Service of process upon foreign limited liability company authorized to do business in State**

Service of process, notice or demand required or permitted by law on a foreign limited liability company authorized to transact business in this State is governed by Title 5, section 113.

**Sec. D-32. 31 MRSA §723, sub-§2,** as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

**2. Method of serving process.** In addition to other methods of service that may be authorized by law or by rule, service of process may be made as provided in ~~section 724~~Title 5, section 113.

**Sec. D-33. 31 MRSA §724,** as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

**Sec. D-34. 31 MRSA §751, sub-§6,** as amended by PL 2003, c. 673, Pt. WWW, §23 and affected by §37, is repealed.

**Sec. D-35. 31 MRSA §751, sub-§7-A,** as amended by PL 2005, c. 12, Pt. FF, §9, is further amended to read:

**7-A. Reinstatement fee after administrative dissolution.** For failure to file an annual report, a fee of \$150, to a maximum fee of \$600, regardless of the number of delinquent reports or the period of delinquency; for failure to pay the annual report late filing penalty, a fee of \$150; for failure to appoint or maintain a registered agent ~~or registered office,~~ a fee of \$150; for failure to notify the Secretary of State that its registered agent ~~or registered office~~the address of its registered agent has been changed;~~or that its registered agent has resigned or that its registered office has been discontinued,~~ a fee of \$150; and for filing false information, a fee of \$150;

**Sec. D-36. 31 MRSA §751, sub-§14,** as amended by PL 2003, c. 673, Pt. WWW, §28 and affected by §37, is repealed.

**Sec. D-37. 31 MRSA §751, sub-§22,** as amended by PL 1999, c. 638, §37, is further amended to read:

**22. Service of process on Secretary of State as agent.** For accepting service of process under ~~section 609, 610, 722~~ or 723, a fee of \$20;

**Sec. D-38. 31 MRSA §757, sub-§1, ¶A,** as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

A. The name of the domestic or foreign limited liability company;

**Sec. D-39. 31 MRSA §757, sub-§1, ¶A-1** is enacted to read:

A-1. The jurisdiction under whose law it is organized;

**Sec. D-40. 31 MRSA §757, sub-§1, ¶B,** as amended by PL 1997, c. 376, §61, is further amended to read:

~~B. The name of its registered agent and the address of its registered office in this State, including the street or rural route number, town or city and state, and, in the case of a foreign limited liability company, the address of its registered or principal office~~information required by Title 5, section 105, subsection 1;

**Sec. D-41. 31 MRSA §757, sub-§1, ¶B-1** is enacted to read:

B-1. The address of its principal office, wherever located;

## PART E

**Sec. E-1. 31 MRSA §807**, as amended by PL 1999, c. 594, §27, is repealed.

**Sec. E-2. 31 MRSA §808-A, sub-§4**, as enacted by PL 2003, c. 631, §67, is amended to read:

**4. Failure to maintain registered agent.** ~~The registered limited liability partnership fails to appoint or maintain~~is without a registered agent ~~or registered office~~ in this State as required by section ~~807~~Title 5, section 105, subsection 1;

**Sec. E-3. 31 MRSA §808-A, sub-§5**, as enacted by PL 2003, c. 631, §67, is amended to read:

**5. Failure to notify of change of registered agent or address.** The registered limited liability partnership does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or registered office ~~the address of its registered agent~~ has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by section ~~807~~Title 5, section 111; or

**Sec. E-4. 31 MRSA §808-B, sub-§1**, as enacted by PL 2003, c. 631, §67, is amended to read:

**1. Notice of determination to revoke partnership's status as registered limited liability partnership.** If the Secretary of State determines that one or more grounds exist under section 808-A for revoking a partnership's status as a registered limited liability partnership, the Secretary of State shall ~~issue~~serve the limited liability partnership with a written notice of that determination ~~to the limited liability partnership's last registered office address~~as required by subsection 8.

**Sec. E-5. 31 MRSA §808-B, sub-§2**, as enacted by PL 2003, c. 631, §67, is amended to read:

**2. Revocation.** The partnership's status as a registered limited liability partnership is revoked if within 60 days after the notice under subsection 1 was issued and is perfected under subsection 8 the Secretary of State determines that the registered limited liability partnership has failed to correct the ground or grounds for revocation. The Secretary of State shall send notice to the partnership at the address of the registered agent of the registered limited liability partnership's last registered office ~~address~~as required by subsection 8 that recites the ground or grounds for revocation of the partnership's status as a registered limited liability partnership and the effective date of revocation.

**Sec. E-6. 31 MRSA §808-B, sub-§8** is enacted to read:

**8. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the registered limited liability partnership is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent of the registered limited liability partnership.

**Sec. E-7. 31 MRSA §808-C, sub-§2,** as enacted by PL 2003, c. 631, §67, is amended to read:

**2. Reinstatement after revocation.** If the Secretary of State determines that the application contains the information required under subsection 1 and is accompanied by the reinstatement fee set forth in section 871, subsection 7-A, and that the information is correct, the Secretary of State shall cancel the revocation and prepare a notice of reinstatement that recites that determination and the effective date of reinstatement. The Secretary of State shall ~~send notice~~ use the procedures set forth in section 808-B, subsection 8 to deliver the notice to the registered limited liability partnership at its last registered office address.

**Sec. E-8. 31 MRSA §808-D, sub-§1,** as enacted by PL 2003, c. 631, §67, is amended to read:

**1. Denial of reinstatement.** If the Secretary of State denies a partnership's application for reinstatement following revocation, the Secretary of State shall ~~mail~~ serve the domestic limited liability partnership under section 808-B, subsection 8 with a written notice that explains the reason or reasons for denial to the partnership ~~at its last registered office address.~~

**Sec. E-9. 31 MRSA §809,** as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

**Sec. E-10. 31 MRSA §809-A** is enacted to read:

**§ 809-A. Service of process upon registered limited liability partnership**

Service of process, notice or demand required or permitted by law on a registered limited liability partnership is governed by Title 5, section 113.

**Sec. E-11. 31 MRSA §822, sub-§1, ¶B,** as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

~~B. The address of the registered office and the name and address of the registered agent for service of process required to be maintained by section 807~~ information required by Title 5, section 105, subsection 1;

**Sec. E-12. 31 MRSA §823, sub-§3, ¶B,** as repealed and replaced by PL 1999, c. 594, §28, is repealed.

**Sec. E-13. 31 MRSA §823, sub-§3, ¶B-1** is enacted to read:

B-1. A change in the registered agent except as provided in Title 5, section 109 or 110 for a change in the current name, address or identity of the registered agent or as provided in Title 5, section 111 for the resignation of the registered agent;

**Sec. E-14. 31 MRSA §826, sub-§1, ¶A,** as amended by PL 1997, c. 376, §64, is further amended to read:

A. In the case of the initial certificate of limited liability partnership, by one or more partners who are authorized and the registered agent as required by section 807, subsection 2;

**Sec. E-15. 31 MRSA §852, sub-§2,** as amended by PL 1997, c. 376, §66, is further amended to read:

**2. Execution.** The foreign limited liability partnership shall submit to the Secretary of State an application for authority to do business, executed by a person with authority to do so under the laws of the state or other jurisdiction of its formation and by the registered agent as required by section 854, subsection 2-A on a form prescribed by or furnished by the Secretary of State.

**Sec. E-16. 31 MRSA §852, sub-§3, ¶D,** as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

D. The address of the registered office and the name and address of the registered agent for service of process, which are required to be maintained under section 854, subsection 2 information required by Title 5, section 105, subsection 1;

**Sec. E-17. 31 MRSA §852, sub-§3, ¶E,** as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

**Sec. E-18. 31 MRSA §854, sub-§2,** as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

**Sec. E-19. 31 MRSA §854, sub-§2-A,** as enacted by PL 1997, c. 376, §68, is repealed.

**Sec. E-20. 31 MRSA §854, sub-§3,** as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

**Sec. E-21. 31 MRSA §854, sub-§4,** as amended by PL 2001, c. 66, §4, is repealed.

**Sec. E-22. 31 MRSA §854, sub-§5,** as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

**Sec. E-23. 31 MRSA §854, sub-§6,** as amended by PL 2005, c. 529, §8, is repealed.

**Sec. E-24. 31 MRSA §859-A, sub-§4,** as enacted by PL 2003, c. 631, §71, is amended to read:

**4. Failure to maintain registered agent.** The foreign limited liability partnership fails to appoint or maintain is without a registered agent or registered office in this State as required by section 854 Title 5, section 105, subsection 1;

**Sec. E-25. 31 MRSA §859-A, sub-§5,** as enacted by PL 2003, c. 631, §71, is amended to read:

**5. Failure to notify of change of registered agent or address.** The foreign limited liability partnership does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or registered office the address of its registered agent has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by section 854 Title 5, section 111;

**Sec. E-26. 31 MRSA §859-B, sub-§1,** as enacted by PL 2003, c. 631, §71, is amended to read:

**1. Notice of determination.** If the Secretary of State determines that one or more grounds exist under section 859-A for the revocation of authority, the Secretary of State shall ~~issue~~serve the foreign limited liability partnership with a written notice of that determination ~~to the foreign limited liability partnership's last registered office in this State and to its last registered or principal office in its jurisdiction of organizations as required by subsection 7.~~

**Sec. E-27. 31 MRSA §859-B, sub-§2,** as amended by PL 2005, c. 543, Pt. B, §9 and affected by §15, is further amended to read:

**2. Revocation.** The foreign partnership's authority to do business is revoked if within 60 days after the notice under subsection 1 was issued the Secretary of State determines that the foreign limited liability partnership has failed to correct the ground or grounds for revocation. The Secretary of State shall send notice to the foreign partnership ~~at the partnership's last registered office address in this State and to its last registered or principal office address in its jurisdiction of registration~~as required by subsection 7 that recites the ground or grounds for revocation of the foreign partnership's status as a limited liability partnership and the effective date of revocation.

**Sec. E-28. 31 MRSA §859-B, sub-§7** is enacted to read:

**7. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the foreign limited liability partnership is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent of the foreign limited liability partnership.

**Sec. E-29. 31 MRSA §861,** as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

**Sec. E-30. 31 MRSA §861-A** is enacted to read:

**§ 861-A. Service of process upon foreign limited liability partnership authorized to do business in State**

Service of process, notice or demand required or permitted by law on a foreign limited liability partnership authorized to transact business in this State is governed by Title 5, section 113.

**Sec. E-31. 31 MRSA §862, sub-§2,** as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

**2. Method of serving process.** In addition to other methods of service that may be authorized by law or by rule, service of process may be made as provided in ~~section 863~~Title 5, section 113.

**Sec. E-32. 31 MRSA §863,** as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

**Sec. E-33. 31 MRSA §864,** as enacted by PL 2005, c. 543, Pt. B, §11 and affected by §15, is repealed.

**Sec. E-34. 31 MRSA §871, sub-§6,** as amended by PL 2003, c. 673, Pt. WWW, §31 and affected by §37, is repealed.

**Sec. E-35. 31 MRSA §871, sub-§7-A,** as amended by PL 2005, c. 12, Pt. FF, §12, is further amended to read:

**7-A. Reinstatement fee after revocation.** For failure to file an annual report, a fee of \$150, to a maximum fee of \$600, regardless of the number of delinquent reports or the period of delinquency; for failure to pay the annual report late filing penalty, a fee of \$150; for failure to appoint or maintain a registered agent or ~~registered office~~, a fee of \$150; for failure to notify the Secretary of State that its registered agent or ~~registered office~~the address of its registered agent has been changed;or that its registered agent has resigned ~~or that its registered office has been discontinued~~, a fee of \$150; for failure to file an amended application, a fee of \$150; and for filing false information, a fee of \$150;

**Sec. E-36. 31 MRSA §871, sub-§12,** as amended by PL 2003, c. 673, Pt. WWW, §36 and affected by §37, is repealed.

**Sec. E-37. 31 MRSA §871, sub-§20,** as amended by PL 1997, c. 376, §71, is further amended to read:

**20. Service of process on Secretary of State as agent.** For accepting service of process under section ~~809, 810, 861~~ or 862, a fee of \$20; and

**Sec. E-38. 31 MRSA §873, sub-§1, ¶A,** as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

A. The name of the registered or foreign limited liability partnership;

**Sec. E-39. 31 MRSA §873, sub-§1, ¶A-1** is enacted to read:

A-1. The jurisdiction of organization of the limited liability partnership;

**Sec. E-40. 31 MRSA §873, sub-§1, ¶B,** as amended by PL 1997, c. 376, §73, is further amended to read:

~~B. The name of its registered agent and the address of its registered office in this State, including the street or rural route number, town or city and state, and, in the case of a foreign limited liability partnership, the address of its registered or principal office~~information required by Title 5, section 105, subsection 1;

## PART F

**Sec. F-1. 31 MRSA §1302, sub-§4,** as enacted by PL 2005, c. 543, Pt. C, §2, is repealed.

**Sec. F-2. 31 MRSA §1311, first ¶,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

A limited partnership shall maintain at its designated principal office the following information:

**Sec. F-3. 31 MRSA §1314,** as enacted by PL 2005, c. 543, Pt. C, §2, is repealed.

**Sec. F-4. 31 MRSA §1315,** as enacted by PL 2005, c. 543, Pt. C, §2, is repealed.

**Sec. F-5. 31 MRSA §1316**, as enacted by PL 2005, c. 543, Pt. C, §2, is repealed.

**Sec. F-6. 31 MRSA §1317**, as enacted by PL 2005, c. 543, Pt. C, §2, is repealed.

**Sec. F-7. 31 MRSA §1317-A** is enacted to read:

**§ 1317-A. Service of process on domestic or foreign limited partnership**

Service of process, notice or demand required or permitted by law on a domestic or foreign limited partnership authorized to transact business in this State is governed by Title 5, section 113.

**Sec. F-8. 31 MRSA §1321, sub-§1, ¶B**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

~~B. The street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process~~information required by Title 5, section 105, subsection 1;

**Sec. F-9. 31 MRSA §1322, sub-§2, ¶C**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

C. The appointment of a person to wind up the limited partnership's activities under section 1393, subsection 3 or 4; ~~or~~

**Sec. F-10. 31 MRSA §1322, sub-§2, ¶D**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

D. The change in name or street address of one or more of its general partners; or

**Sec. F-11. 31 MRSA §1322, sub-§2, ¶E** is enacted to read:

E. A change in the registered agent except as provided in Title 5, section 109 or 110 for a change in the current name, address or identity of the registered agent or as provided in Title 5, section 111 for the resignation of the registered agent.

**Sec. F-12. 31 MRSA §1322, sub-§3, ¶B**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

B. If appropriate, deliver to the Secretary of State for filing a ~~statement of change pursuant to section 1315 or~~ a statement of correction pursuant to section 1327.

**Sec. F-13. 31 MRSA §1326, sub-§3**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**3. Effective date; specified; default.** Except as otherwise provided in ~~sections 1316 and section~~ 1327, a record delivered to the Secretary of State for filing under this chapter may specify an effective time and a delayed effective date. Except as otherwise provided in this chapter, a record filed by the Secretary of State is effective:

A. If the record does not specify an effective time and does not specify a delayed effective date, on the date and at the time the record is filed as evidenced by the Secretary of State endorsement of the date and time on the record;

B. If the record specifies an effective time but not a delayed effective date, on the date the record is filed at the time specified in the record;

C. If the record specifies a delayed effective date but not an effective time, at 12:01 a.m. on the earlier of:

(1) The specified date; and

(2) The 90th day after the record is filed; or

D. If the record specifies an effective time and a delayed effective date, at the specified time on the earlier of:

(1) The specified date; and

(2) The 90th day after the record is filed.

**Sec. F-14. 31 MRSA §1328, sub-§1, ¶B,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

B. A general partner that has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to effect an amendment under section 1322, file a petition pursuant to section 1325; or deliver to the Secretary of State for filing a statement of change pursuant to section 1315 of registered agent as required by Title 5, section 108 or a statement of correction pursuant to as required by section 1327.

**Sec. F-15. 31 MRSA §1330, sub-§1, ¶A,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

A. The annual report must set forth:

(1) The name of the domestic or foreign limited partnership;

(1-A) The jurisdiction of organization of the limited partnership;

~~(2) The name of its registered agent and the address of its registered office in this State, including the street or rural route number, town or city and state, and, in the case of a foreign limited partnership, the address of its registered or principal office~~information required by Title 5, section 105, subsection 1;

(3) A brief statement of the character of the business in which the limited partnership is actually engaged in this State, if any; ~~and~~

(4) The name and business or residence address of each general partner, including the street or rural route number, town or city and state-; and

(5) The address of its principal office, wherever located.

**Sec. F-16. 31 MRSA §1344, sub-§1,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**1. Right to inspect and copy.** On 10 days' demand, made in a record received by the limited partnership, a limited partner may inspect and copy required information during regular business hours in the limited partnership's ~~designated~~principal office. The limited partner need not have any particular purpose for seeking the information.

**Sec. F-17. 31 MRSA §1344, sub-§4,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**4. Right of dissociated limited partner.** Subject to subsection 6, a person dissociated as a limited partner may inspect and copy required information during regular business hours in the limited partnership's ~~designated~~principal office if:

- A. The information pertains to the period during which the person was a limited partner;
- B. The person seeks the information in good faith; and
- C. The person meets the requirements of subsection 2.

**Sec. F-18. 31 MRSA §1357, sub-§1, ¶A,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

- A. In the limited partnership's ~~designated~~principal office, required information; and

**Sec. F-19. 31 MRSA §1397, sub-§2, ¶A,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

- A. Be published at least once in a newspaper of general circulation in the county in which the dissolved limited partnership's principal office is located or, if it has none in this State, ~~in the county in which the limited partnership's designated office is or was last located~~in Kennebec County;

**Sec. F-20. 31 MRSA §1399, sub-§1, ¶D**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

D. The domestic limited partnership ~~fails to appoint or maintain~~ is without a registered agent or registered office in this State as required by ~~section 1314~~ Title 5, section 105, subsection 1;

**Sec. F-21. 31 MRSA §1399, sub-§1, ¶E**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

E. The domestic limited partnership does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or ~~registered office~~ the address of its registered agent has been changed as required by ~~section 1315~~ Title 5, section 109 or 110 or that its registered agent has resigned as required by ~~section 1316~~ Title 5, section 111; or

**Sec. F-22. 31 MRSA §1399, sub-§2**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**2. Procedure for administrative dissolution of domestic limited partnership.** If the Secretary of State determines that one or more grounds exist under subsection 1 for dissolving a domestic limited partnership, the Secretary of State shall ~~issue~~ serve the limited partnership with a written notice of that determination ~~to the limited partnership's last registered office address~~ as required by subsection 10.

**Sec. F-23. 31 MRSA §1399, sub-§3**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**3. Administrative dissolution.** The domestic limited partnership ~~will be~~ is administratively dissolved if within 60 days after the notice under subsection 2 was issued and is perfected under subsection 10 the Secretary of State determines that the limited partnership has failed to correct the ground or grounds for the dissolution. The Secretary of State shall send notice to the limited partnership ~~at its last registered office address~~ as required by subsection 10 that recites the ground or grounds for dissolution and the effective date of dissolution.

**Sec. F-24. 31 MRSA §1399, sub-§10** is enacted to read:

**10. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the domestic limited partnership is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent of the limited partnership.

**Sec. F-25. 31 MRSA §1400, sub-§1, ¶B**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

B. If the Secretary of State determines that the application contains the information required under this subsection and is accompanied by the reinstatement fee set forth in section 1460, subsection 6, and that the information is correct, the Secretary of State shall cancel the administrative dissolution and prepare a notice of reinstatement that recites that determination and the effective date of

reinstatement. The Secretary of State shall ~~send~~use the procedures set forth in section 1399, subsection 10 to deliver the notice to the domestic limited partnership at its last registered office address.

**Sec. F-26. 31 MRSA §1401, sub-§1,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**1. Denial of reinstatement.** If the Secretary of State denies a domestic limited partnership's application for reinstatement following administrative dissolution, the Secretary of State shall ~~mail~~serve the limited partnership as required by section 1399, subsection 10 with a written notice that explains the reason or reasons for denial to the limited partnership at its last registered office address.

**Sec. F-27. 31 MRSA §1412, sub-§1, ¶D,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

D. The name and ~~street and mailing address of the foreign limited partnership's initial registered agent and office in this State~~information required by Title 5, section 105, subsection 1;

**Sec. F-28. 31 MRSA §1416, sub-§1, ¶D,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

D. The foreign limited partnership ~~fails to appoint or maintain~~is without a registered agent or registered office in this State as required by ~~section 1314~~Title 5, section 105, subsection 1;

**Sec. F-29. 31 MRSA §1416, sub-§1, ¶E,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

E. The foreign limited partnership does not notify the Secretary of State that its registered agent ~~has changed as required by Title 5, section 108 or registered office has been changed as required by section 1315~~the address of its registered agent has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by section 1316Title 5, section 111; or

**Sec. F-30. 31 MRSA §1416, sub-§2,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**2. Procedure for revocation of foreign limited partnership.** If the Secretary of State determines that one or more grounds exist under subsection 1 for the revocation of authority of ~~athe~~a foreign limited partnership, the Secretary of State shall ~~issue~~serve the foreign limited partnership with a written notice of that determination to the limited partnership's last registered office address or to its last registered or principal office wherever locatedas required by subsection 7.

**Sec. F-31. 31 MRSA §1416, sub-§3,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**3. Revocation of authority.** The foreign limited partnership's authority is revoked if within 60 days after the notice under subsection 2 was issued and is perfected under subsection 7 the Secretary of State determines that the foreign limited partnership has failed to correct the ground or grounds for the

revocation. The Secretary of State shall send notice to the foreign limited partnership ~~at its last registered office address or to its last registered or principal office wherever located~~ as required by subsection 7 that recites the ground or grounds for revocation and the effective date of revocation.

**Sec. F-32. 31 MRSA §1416, sub-§7** is enacted to read:

**7. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the foreign limited partnership is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent in this State and the registered or principal office, wherever located, of the foreign limited partnership.

**Sec. F-33. 31 MRSA §1434, sub-§1, ¶A**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

A. A converting limited partnership shall deliver to the Secretary of State for filing articles of conversion, which must include:

- (1) A statement that the limited partnership has been converted into another organization;
- (2) The name and form of the organization and the jurisdiction of its governing statute;
- (3) The date the conversion is effective under the governing statute of the converted organization;
- (4) A statement that the conversion was approved as required by this chapter;
- (5) A statement that the conversion was approved as required by the governing statute of the converted organization; and
- (6) If the converted organization is a foreign organization not authorized to transact business in this State, the street and mailing address of an office that ~~the Secretary of State may use for the purposes of~~ may be used for service of process under section 1435, subsection 3; and

**Sec. F-34. 31 MRSA §1435, sub-§3**, as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**3. Foreign organization; Secretary of State as agent.** A converted organization that is a foreign organization consents to the jurisdiction of the courts of this State to enforce any obligation owed by the converting organization, if before the conversion the converting organization was subject to suit in this State on the obligation. A converted organization that is a foreign organization and not authorized to transact business in this State ~~appoints the Secretary of State as its agent for service of process for purposes of enforcing an obligation under this subsection. Service on the Secretary of State under this~~

~~subsection is made in the same manner and with the same consequences as in section 1317, subsections 3 and 4 may be served with process at the address required in the articles of conversion under section 1434, subsection 1, paragraph A, subparagraph (6).~~

**Sec. F-35. 31 MRSA §1438, sub-§2, ¶G,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

G. If the surviving organization is a foreign organization not authorized to transact business in this State, the street and mailing address of an office that the Secretary of State may use for the purposes of ~~may be used for service of process under~~ section 1439, subsection 2; and

**Sec. F-36. 31 MRSA §1439, sub-§2,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**2. Foreign organization.** A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this State to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this State on the obligation. A surviving organization that is a foreign organization and not authorized to transact business in this State ~~appoints the Secretary of State as its agent for service of process for the purposes of enforcing an obligation under this subsection. Service on the Secretary of State under this subsection is made in the same manner and with the same consequences as in section 1317, subsections 3 and 4 may be served with process at the address required in the articles of merger under section 1438, subsection 2, paragraph G.~~

**Sec. F-37. 31 MRSA §1460, sub-§5,** as enacted by PL 2005, c. 543, Pt. C, §2, is repealed.

**Sec. F-38. 31 MRSA §1460, sub-§6,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended to read:

**6. Reinstatement fee after administrative dissolution.** For failure to file an annual report, a fee of \$150, to a maximum fee of \$600, regardless of the number of delinquent reports or the period of delinquency; for failure to pay the annual report late filing penalty, a fee of \$150; for failure to appoint or maintain a registered agent ~~or registered office~~, a fee of \$150; for failure to notify the Secretary of State that its registered agent ~~or registered office~~ the address of its registered agent has been changed; ~~or that its registered agent has resigned or that its registered office has been discontinued~~, a fee of \$150; for failure to file an amended application, a fee of \$150; and for filing false information, a fee of \$150;

## PART G

**Sec. G-1. 13 MRSA §763, sub-§1,** as enacted by PL 2001, c. 640, Pt. B, §2 and affected by §7, is amended to read:

**1. Service of notice of violation.** The Secretary of State serves written notice on the professional corporation under Title ~~13-C5~~, section ~~502113~~ that it has violated or is violating a provision or provisions of this Act;

**Sec. G-2. 13 MRSA §763, sub-§2,** as enacted by PL 2001, c. 640, Pt. B, §2 and affected by §7, is amended to read:

**2. Failure to correct.** The professional corporation does not correct each alleged violation or demonstrate to the reasonable satisfaction of the Secretary of State that the violation or violations did not occur, within 60 days after service of the notice is perfected under Title ~~13-C5~~, section ~~502113~~; and

**Sec. G-3. 35-A MRSA §3140, sub-§3,** as corrected by RR 2001, c. 2, Pt. B, §55 and affected by §58, is amended to read:

**3. Registered office and agent; service of process.** A foreign electric utility:

A. Shall designate and continuously maintain in this State a registered office and a registered agent in accordance with Title ~~13-C5~~, section ~~1507105~~; and

B. Is subject to service of process, notice or demand as provided in Title ~~13-C5~~, section ~~1510113~~.

**Sec. G-4. Effective date.** This Act takes effect July 1, 2008.

## SUMMARY

Part A of the bill enacts the Model Registered Agents Act, adopted by the National Conference of Commissioners on Uniform State Laws and the American Bar Association. Part A includes Maine language on clerks of corporations and standard language governing rules, publications and other responsibilities of the Secretary of State. The model comments are included, as well as Maine Comment on clerks.

Parts B, C, D, E, F and G include conforming amendments to the laws governing nonprofit corporations, business corporations, limited liability companies and limited liability partnerships, respectively.

Part G contains an effective date of July 1, 2008 for the entire Act.